

E-filed 9/28/06

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Attorneys for Defendants Rambus Inc.,
 Thomas J. Bentley, Sunlin Chou,
 Michael P. Farmwald, Mark Horowitz,
 Harold Hughes, Kevin Kennedy,
 Satish Rishi and Abraham Sofaer

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN JOSE DIVISION

MICHAEL A. BERNSTEIN PROFIT SHARING
 KEOGH PLAN and RONALD L. SCHWARCZ,
 on Behalf of Themselves and All Others Similarly
 Situated,

Plaintiff,

v.

HAROLD HUGHES, DAVID MOORING,
 ROBERT K. EULAU, GEOFFREY TATE,
 BRUCE DUNLEVIE, P. MICHAEL
 FARMWALD, JOHN D. DANFORTH, MARK
 HOROWITZ, KEVIN KENNEDY, CHARLES
 GESCHKE, WILLIAM DAVIDOW, and
 RAMBUS INC.,

Defendants.

CASE NO.: C 06-4346 JF

**STIPULATION AND [PROPOSED]
 CONSOLIDATION AND
 SCHEDULING ORDER**

JOSEPH MANIGLIA, Individually and On Behalf
 of All Others Similarly Situated.

Plaintiff,

v.

HAROLD HUGHES, GEOFF TATE, ROBERT
 EULAU, SATISH RISHI and RAMBUS INC.,

Defendants.

CASE NO.: C 06-4427 RS

ANATOLE OLCZAK, On Behalf of Himself And
All Others Similarly Situated.

Plaintiff,

v.

RAMBUS INC., HAROLD HUGHES, ROBERT
K. EULAU, GEOFFREY TATE, BRUCE
DUNLEVIE, P. MICHAEL FARMWALD,
KEVIN KENNEDY, CHARLES GESCHKE, and
WILLIAM DAVIDOW,

Defendants.

CASE NO.: C 06-4629 BZ

MARILYN FREEDMAN, on behalf of herself and
all others similarly situated.

Plaintiff,

v.

RAMBUS INC., HAROLD HUGHES, GEOFF
TATE, J. THOMAS BENTLEY, SUNLIN CHOU,
JOHN DANFORTH, WILLIAM DAVIDOW,
BRUCE DUNLEVIE, ROBERT K. EULAU, P.
MICHAEL FARMWALD, MARK HOROWITZ,
KEVIN KENNEDY, DAVID MOORING, and
ABRAHAM SOFAER,

Defendants.

CASE NO.: C 06-4715 WHA

WENDELL WILLIAMS, Individually and on
Behalf of All Others Similarly Situated.

Plaintiff,

v.

HAROLD HUGHES, DAVID MOORING,
ROBERT K. EULAU, GEOFFREY TATE,
BRUNCE DUNLEVIE, P. MICHAEL
FARMWALD, JOHN D. DANFORTH, MARK
HOROWITZ, KEVIN KENNEDY, CHARLES
GESCHKE, WILLIAM DAVIDOW, and
RAMBUS, INC.,

Defendants.

CASE NO.: C 06-4732 MJJ

The parties hereby stipulate, and the Court hereby orders, as follows:

6. The file in Civil Action No. C 06-4346 JF shall constitute a Master File for every action in the consolidated action. When the document being filed pertains to all actions, the phrase "All Actions" shall appear immediately after the phrase "This Documents Relates To:". When a pleading applies only to some, but not all, of the actions, the document shall list, immediately after the phrase "This Documents Relates To:", the docket number for each individual action to which the document applies, along with the last name of the first-listed plaintiff in said action.

7. The parties shall file a Notice of Related Cases whenever a case that should be consolidated into this action is filed in, or transferred to, this District. If the Court determines that the case is related, the clerk shall:

- (a) place a copy of this Order in the separate file for such action;
- (b) serve on plaintiff's counsel in the new case a copy of this Order;
- (c) direct that this Order be served upon defendants in the new case; and
- (d) make the appropriate entry in the Master Docket.

LEAD PLAINTIFF AND LEAD COUNSEL

8. After the Court has designated a Lead Plaintiff and Lead Counsel in accordance with the Private Securities Litigation Reform Act, Lead Counsel shall have authority to speak for, and enter into agreements on behalf of, plaintiffs in all matters regarding pretrial procedures, discovery, and settlement negotiations. Lead Counsel shall manage the prosecution of this litigation to avoid duplicative or unproductive activities. Lead Counsel shall be responsible for coordination of all activities and appearances on behalf of plaintiffs and for dissemination of notices and orders. Lead Counsel shall be responsible for communications with the Court. Lead Counsel shall maintain a master service list of all parties and counsel.

9. Defendants' counsel may rely upon agreements made with Lead Counsel. Such agreements shall be binding on all plaintiffs.

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PLEADINGS AND MOTIONS

10. Defendants are not required to respond to the complaint in any action consolidated into this action, other than the consolidated complaint or a complaint designated as the operative complaint by Lead Counsel.

11. Unless otherwise agreed upon by the parties or ordered by the Court, Lead Counsel shall file a consolidated complaint or file a designation of a complaint as the operative complaint forty-five (45) days after the Court enters an Order appointing a Lead Plaintiff and Lead Counsel. The consolidated complaint or complaint designated as the operative complaint shall supersede all complaints filed in any of the actions consolidated therein.

12. Unless otherwise agreed upon by the parties and approved by the Court, the time for all defendants to respond is extended until forty-five (45) days after the later of (a) the filing of the consolidated complaint; or (b) the filing designating a complaint as the operative complaint by Lead Counsel. Unless otherwise agreed upon by the parties and approved by the Court, if defendants file any motions directed at the complaint, the opposition brief shall be filed within forty-five (45) days of that response, and the reply brief shall be filed thirty (30) days thereafter.

13. The parties shall serve all papers on each other by hand, by overnight delivery, by facsimile, or by e-filing, unless otherwise agreed upon by the parties. Notwithstanding the foregoing, defendants may serve plaintiffs' counsel, other than Lead Counsel, by first-class mail, unless otherwise agreed upon by the parties.

Dated: September 20, 2006

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

By: /s/ Randolph Gaw
Randolph Gaw

Attorneys for Defendants
Rambus Inc., Thomas J. Bentley, Sunlin Chou, Michael P.
Farmwald, Mark Horowitz, Harold Hughes, Kevin
Kennedy, Satish Rishi and Abraham Sofaer

1 Dated: September 20, 2006

MORRISON & FOERSTER LLP

2
3 By: /s/ Darryl P. Rains
Darryl P. Rains

4 Attorneys for Defendant John Danforth

5
6 Dated: September 20, 2006

SHEARMAN & STERLING LLP

7
8 By: /s/ Justin S. Chang
Justin S. Chang

9 Attorneys for Defendants
10 William Davidow, Bruce Dunlevie and Charles Geschke

11
12 Dated: September 20, 2006

IRELL & MANELLA LLP

13
14 By: /s/ Daniel P. Lefler
Daniel P. Lefler

15 Attorneys for Defendant Geoffrey Tate

16
17 Dated: September 20, 2006

STULL, STULL & BRODY

18
19 By: /s/ Howard T. Longman
Howard T. Longman

20 Attorneys for Plaintiffs
21 Michael A. Bernstein Profit Sharing Keogh Plan and
22 Ronald L. Schwarcz

23
24 Dated: September 20, 2006

HULETT HARPER STEWART LLP

25
26 By: /s/ Sarah P. Weber
Sarah P. Weber

27 Attorneys for Plaintiff Joseph Maniglia

1 Dated: September 20, 2006

KLAFTER & OLSEN LLP

2
3 By: /s/ Kurt B. Olsen
Kurt B. Olsen

4 Attorneys for Plaintiff Anatole Olczak

5
6 Dated: September 20, 2006

JOHNSON & PERKINSON

7
8 By: /s/ James F. Conway, III
James F. Conway, III

9 Attorneys for Plaintiff Wendell Williams

10
11 Dated: September 20, 2006

GLANCY BINKOW & GOLDBERG LLP

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13 By: /s/ Lionel Z. Glancy
Lionel Z. Glancy

14 Attorneys for Plaintiff Marilyn Freedman

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17 **IT IS SO ORDERED:**

18 Pursuant to the parties' stipulation, the Court hereby orders, that pursuant to Federal Rule
19 of Civil Procedure 42(a), the following related actions are consolidated into Civil Action No. C
20 06-4346 JF for pretrial proceedings, trial, and appeal:

21 *Michael A. Bernstein Profit Sharing Plan v. Hughes, et al.*, No. C 06-4346 JF;

22 *Maniglia v. Hughes, et al.*, No. C 06-4427 RS;

23 *Olczak v. Rambus Inc., et al.*, No. C 06-4629 BZ;

24 *Freedman v. Rambus Inc., et al.*, No. C 06-4715 WHA; and

25 *Williams v. Hughes, et al.*, No. C 06-4732 MJJ.

26 The consolidated action shall be captioned: "*In re Rambus Inc. Securities Litigation.*"
27 All related actions that are subsequently filed in, or transferred to, this District shall be
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1 consolidated into this action for pretrial purposes. This Order shall apply to every such related
2 action, absent order of the Court.

3 Defendants are not required to respond to the complaint in any action consolidated into
4 this action, other than the consolidated complaint or a complaint designated as the operative
5 complaint by Lead Counsel.

6 Unless otherwise agreed upon by the parties or ordered by the Court, Lead Counsel shall
7 file a consolidated complaint or file a designation of a complaint as the operative complaint
8 forty-five (45) days after the Court enters an Order appointing a Lead Plaintiff and Lead
9 Counsel. The consolidated complaint or complaint designated as the operative complaint shall
10 supersede all complaints filed in any of the actions consolidated therein.

11 Unless otherwise agreed upon by the parties and approved by the Court, the time for all
12 defendants to respond is extended until forty-five (45) days after the later of (i) the filing of the
13 consolidated complaint; or (ii) the filing designating a complaint as the operative complaint by
14 Lead Counsel. Unless otherwise agreed upon by the parties and approved by the Court, if
15 defendants file any motions directed at the complaint, the opposition brief shall be filed within
16 forty-five (45) days of that response, and the reply brief shall be filed thirty (30) days thereafter.

17
18 Dated: 9/22/06



Hon. Jeremy D. Fogel
United States District Court Judge

1 I, Randolph Gaw, am the ECF User whose identification and password are being used to
2 file the Stipulation and [Proposed] Consolidation and Scheduling Order. In compliance with
3 General Order 45.X.B, I hereby attest that Darryl P. Rains, Justin S. Chang, Daniel P. Lefler,
4 Howard T. Longman, Sarah P. Weber, Kurt B. Olsen, James F. Conway, III and Hal K. Levitte
5 have concurred in this filing.

6
7 Dated: September 20, 2006

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

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9
10 By: /s/ Randolph Gaw
Randolph Gaw